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6 Attorneys for the Canepa Group

7 **UNITED STATE BANKRUPTCY COURT**

8 **DISTRICT OF NEVADA**

9 In re:	)	Case No. BK-S-06-10725-LBR
10 USA COMMERCIAL MORTGAGE COMPANY,	)	Case No. BK-S-06-10726-LBR
11 Debtor.	)	Case No. BK-S-06-10727-LBR
	)	Case No. BK-S-06-10728-LBR
	)	Case No. BK-S-06-10729-LBR
12 In re:	)	Chapter 11
13 USA CAPITAL REALTY ADVISORS, LLC,	)	Jointly Administered Under
14 Debtor.	)	Case No. BK-S-06-10725-LBR
15 In re:)	
16 USA CAPITAL DIVERSIFIED TRUST DEED FUND, LLC,)	
17 Debtor.)	
18 In re:)	
19 USA CAPITAL FIRST TRUST DEED FUND, LLC,)	
20 Debtor.)	
21 In re:)	
22 USA SECURITIES, LLC,)	
23 Debtor.)	
24 Affects:)	
25 [x] All Debtors)	
[] USA Commercial Mortgage Company	)	Date: N/A
[] USA Securities, LLC	)	Time: N/A
[] USA Capital Realty Advisors, LLC)	
[] USA Capital Diversified Trust Deed Fund, LLC)	
[] USA First Trust Deed Fund, LLC)	

26 **FIRST AMENDMENT TO**
 27 **STATEMENT OF LIONEL SAWYER & COLLINS**
 28 **PURSUANT TO FED.R.BANKR.P. 2019**
(AFFECTS ALL DEBTORS)

1 Laurel E. Davis, makes the following statements:

2 1. I am an attorney licensed to practice law in the State of Nevada, and I am a
 3 shareholder of the law firm of Lionel Sawyer & Collins. I have personal knowledge of the facts
 4 recited herein, and I am competent to testify regarding them if called as a witness in this matter.

5 2. On June 9, 2006, Lionel Sawyer & Collins filed its Statement pursuant to
 6 Fed.R.Bankr.P. 2019 [Docket 555], with respect to the Firm's representation of Scott K. Canepa;
 7 Shawntelle Davis-Canepa; Scott K. Canepa Defined Benefit Pension Plan; Evelyn G. Canepa Trust,
 8 Evelyn G. Canepa and Scott Krusee Canepa Trustees; Gary T. and Lori R. Canepa, Trustees of the
 9 G. & L. Trust dated 11/25/91; Louis John Canepa Trustee of the Louis John Canepa Revocable Trust
 10 dated 6/18/98; and Michael Wagnon, who are collectively referred to as "the Canepa Group."

11 3. This First Amendment is required to add Louis John Canepa IRA as a separate client
 12 of Lionel Sawyer & Collins, and to restate and separately identify the Direct Loans and Direct
 13 Investment of Louis John Canepa IRA as distinguished from those of Louis John Canepa Trustee
 14 of the Revocable Trust dated 6/18/98. Consequently, this First Amendment shall supersede the
 15 initial Fed.R.Bankr.P. 2019 Statement with respect to these two clients.

16 4. **Louis John Canepa, IRA ("Louis Canepa IRA")**, c/o Canepa, Riedy & Rubino,
 17 851 S. Rampart Boulevard, #160, Las Vegas, Nevada 89145, regarding the following three matters:

18 (a) On or about October 29, 2003, Louis Canepa IRA made a Direct Loan to
 19 Brookmere in the amount of \$9,344, which loan is evidenced by a promissory note and secured by
 20 a deed of trust. This loan is presently serviced by USACM pursuant to a LSA and Power of
 21 Attorney.

22 (b) On or about November 3, 2003, Louis Canepa IRA made a Direct Loan to
 23 Opaque Land Development, LLC in the amount of \$33,068, which loan is evidenced by a promissory
 24 note and secured by a deed of trust. This loan is presently serviced by USACM pursuant to a LSA
 25 and Power of Attorney.

26 (c) On February 23, 2005, Louis Canepa IRA purchased a Direct Investment in
 27 the First Trust Deed Fund, LLC. in the amount of \$30,000.

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1 5. **Louis John Canepa Trustee of the Louis John Canepa Revocable Trust dated**
2 **6/18/98 ("Louis Canepa Trust")**, c/o Canepa, Riedy & Rubino, 851 S. Rampart Boulevard, #160,
3 Las Vegas, Nevada 89145, regarding the following two matters:

4 (a) On November 10, 2003, Louis Canepa Trust made a Direct Loan to Opaque
5 Land Development, LLC in the amount of \$100,000, which loan is evidenced by a promissory note
6 and secured by a deed of trust. This loan is presently serviced by USACM pursuant to a LSA and
7 Power of Attorney.

8 (b) On or about November 22, 2004, Louis Canepa Trust made a Direct Loan to
9 Placer County Land Speculators, LLC in the amount of \$50,000, which loan is evidenced by a
10 promissory note and secured by a deed of trust. This loan is presently serviced by USACM pursuant
11 to a LSA and Power of Attorney.

12 I declare under penalty of perjury under the laws of the United States that the foregoing is
13 true and correct.

14 || Dated: July 20, 2006.

/s/ Laurel E. Davis

Laurel E. Davis